

WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock, P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
Daniel Gwen (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
Nathan Kramer (VSB No. 87720)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----	X
In re	:
CHINOS HOLDINGS, INC., et al.,	:
Debtors.¹	:
	Chapter 11
	:
	Case No. 20-32181 (KLP)
	:
	(Jointly Administered)
	:
-----	X

**PROPOSED AGENDA FOR HEARING
ON NOVEMBER 19, 2020, AT 1:00 P.M. (PREVAILING EASTERN TIME)**

Parties may participate in this hearing by registering through the following link:

https://www.zoomgov.com/meeting/register/vJItd--sqjouHgsxNs8Llr9ASt5f7koo_ll

Parties who wish to attend this hearing, but do not intend on participating in the hearing (listen-only) may do so by using the following dial-in number:

Conference Line: 1-888-636-3807
Access Code: 82333381
Security Code: 1119

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors' corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

I. ADJOURNED MATTERS

1. “**Cure Notice**” – *Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 667] (the “**Initial Cure Notice**”)

Related Documents:

- (a) *Supplemental Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 714] (the “**Supplemental Cure Notice**”)
- (b) *Notice of Filing of Amendments to Cure Notice* [ECF No. 903] (“**Amended Cure Notice**”)

Response Deadline: Except as expressly agreed among the Reorganized Debtors and any applicable party in interest, (i) the response deadline with respect to the contracts and leases included in the Cure Notice was August 13, 2020 at 4:00 p.m. (Eastern Time), (ii) the response deadline with respect to the contracts and leases included in the Supplemental Cure Notice was August 14, 2020 at 4:00 p.m. (Eastern Time); and (iii) the response deadline with respect to the contracts and leases included in the Amended Cure Notice was September 17, 2020 at 4:00 p.m. (Eastern Time).

Responses (collectively, the “**Cure Objections**”):

- (c) *The Taubman Landlords’ Objection to the Notice of the Proposed (I) Assumption and Assignment or Transfer of Executory Contracts and Unexpired Leases and (II) Cure Amounts* [ECF No. 704]
- (d) *Limited Objection to Cure Amount* [ECF No. 713] filed by 50 Hudson, LLC
- (e) *Objection of BPP East Union LLC to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 725]
- (f) *Objection of KMO-361 (Manhasset), LLC to the Debtors’ Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases* [ECF No. 727]
- (g) *Objection of BPP East Union LLC to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 731]
- (h) *Objection of Easton Town Center II, LLC to the Debtors’ Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases* [ECF No. 734]

- (i) *Limited Objection of Garden City Owner LLC, Legacy Place Properties LLC, Market Street Retail South LLC, W/S/M Hingham Properties LLC, W/S Peak Canton Properties LLC, Wilson Canal Place II, LLC, South of Market LLC, Hillsdale Shopping Center LLC, Legacy Place Properties LLC, WS Tampa Owner LLC, BP Prucenter Acquisition LLC and Reston Town Center Property LLC to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 742]
- (j) *K&C IV LLC's and 234 W, LLC's Objection to the Debtors' Notice of Assumption or Assignment and Proposed "Cure Amount" and Failure to Provide Adequate Assurance of Future Performance to Assume the Lease for 234 Wythe Avenue, Brooklyn, New York* [ECF No. 747]
- (k) *Oracle America, Inc.'s Rights Reservation Regarding (1) Amended Joint Prearranged Chapter 11 Plan of Reorganization of Chinos Holdings, Inc. and its Affiliated Debtors and (2) Notice of Assumptions or Assignment and Cure Costs Related to Executory Contracts and Unexpired Leases of the Debtors ("Rights Reservation")* [ECF No. 760]
- (l) *Objection of Atlanta Outlet Shoppes, LLC, Bluegrass Outlet Shoppes CMBS, LLC, OK City Outlets, LLC, Pyramid Management Group, LLC, Westfield, LLC and Certain Affiliates to the Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 761]
- (m) *Objection and Reservation of Rights of Washington Prime Group Inc. to the Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 763]
- (n) *Conditional Objection and Reservation of Rights of the Americana at Brand, LLC, Palisades Village Co., LLC and the Grove, LLC to the Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases* [ECF No. 766]
- (o) *Objection of Help II, LLC and Harbor East Parcel D-Retail 2, LLC to Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of Debtors* [ECF No. 768]
- (p) *Objection to Notice of Assumption or Assignment and Cure Costs Relating to the Executory Contracts and Unexpired Leases of the Debtors* [Docket No. 667] [ECF No. 769]
- (q) *Objection of Salesforce.com to the Proposed Assumption of Certain Executory Contracts and Cure Costs in Connection with the Debtors Joint Prearranged Chapter 11 Plan of Reorganization, and Reservation of Rights* [ECF No. 771]

- (r) *Declaration of Kevin Ramirez in Support of the Objection of Salesforce.com to the Proposed Assumption of Certain Executory Contracts and Cure Costs in Connection with the Debtors Joint Prearranged Chapter 11 Plan of Reorganization, and Reservation of Rights [ECF No. 772]*
- (s) *Limited Objection and Reservation of Rights of the Crown Estate Commissioners to the Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases [ECF No. 773]*
- (t) *Objection of Deloitte Consulting LLP and Deloitte Tax LLP to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [ECF No. 775]*
- (u) *Limited Objection and Reservation of Rights of Aeonian Partners, LP to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [ECF No. 777]*
- (v) *Limited Objection of Acadia Reality Limited Partnership, Brixmor Operating Partnership LP, Centercal Properties, LLC, ERY Retail Podium LLC, Edens, Federal Realty Investment Trust, Gateway Knollwood, LLC, KRE Colonie Owner, LLC, PGIM Real Estate, Related Companies, Retail Properties of America, Inc., Starwood Retail Partners LLC, the Forbes Company, the Macerich Company, Trademark Property Company, and Urban Edge Properties L.P. to Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [ECF No. 780]*
- (w) *Limited Objection of Jemal's Atlantic, LLC to Debtors' Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [ECF No. 785]*
- (x) *Limited Objection of Brookfield Properties Retail, Inc., Hines Global REIT, Jones Lang LaSalle Americas, Inc., Krista Freitag as Receiver for Charlottesville Fashion Square, LLC, Teachers Insurance and Annuity Association of America, and Turnberry Associates to Assumption and Assignment of Leases [ECF No. 788]*
- (y) *Reservation of Rights with Respect to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors [ECF No. 830] filed by AT&T Corp.*
- (z) *Objection of Takihyo Co., Ltd. To Debtor's Amendments to Cure Notice as Set Forth in Notice of Filing Amendments to Cure Notice [Docket No. 903] [ECF No. 923]*

- (aa) *Brink's Inc.'s Limited Objection to Notice of Assumption or Assignment and Cure Costs Relating to Executory Contracts and Unexpired Leases of the Debtors* [ECF No. 1006]

Status: The Reorganized Debtors continue to work to consensually resolve the Cure Objections, and, therefore, each of the Cure Objections is adjourned to the Omnibus Hearing scheduled for December 17, 2020, at 11:00 a.m. (Eastern Time).

2. **“Fifth Omnibus Objection” – *Debtors’ Fifth Omnibus Objection to Claims (No Liability Claims)*** [ECF No. 672]

Related Documents:

- (a) *Notice of Hearing on Debtors’ Fifth Omnibus Objection to Claims (No Liability Claims)* [ECF No. 669]
- (b) *Order Granting Debtors’ Fifth Omnibus Objection to Claims (No Liability Claims)* [ECF No. 1008]

Response Deadline: September 17, 2020.

Responses:

- (c) *United States’ Response in Opposition to Debtors’ Fifth Omnibus Objection to Claims (No Liability Claims)* [ECF No. 920] (the “**IRS Response**”)

Status: The Reorganized Debtors have agreed to adjourn the hearing on this matter to a date to be determined solely with respect to the relief sought in connection with the claim related to the IRS Response.

II. FEE APPLICATIONS

3. **“Weil, Gotshal & Manges LLP” – *First and Final Application of Weil, Gotshal & Manges LLP, as Attorneys for Debtors, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From May 4, 2020 Through and Including September 10, 2020*** [ECF No. 1038]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

(b) *Response of the United States Trustee to Final Fee Applications of Professionals for Allowance of Payment of Compensation and Reimbursement of Out-of-Pocket Expenses* [ECF No. 1065] (“**U.S. Trustee Response**”)

Status: Weil, Gotshal & Manges, LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

4. “**Hunton Andrews Kurth LLP**” – *First and Final Application of Hunton Andrews Kurth LLP, Co-Counsel for Debtors and Debtors-In-Possession, for Allowance of Final Compensation and Reimbursement of Expenses Incurred For the Period May 4, 2020 Through September 10, 2020* [ECF No. 1037]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

- (b) *U.S. Trustee Response*

Status: Hunton Andrews Kurth LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

5. “**AlixPartners, LLP**” – *First and Final Application of AlixPartners, LLP, Financial Advisor to the Debtors for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses for the Period May 4, 2020, Through September 10, 2020* [ECF No. 1036]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

- (b) *U.S. Trustee Response*

Status: AlixPartners, LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

6. “**Lazard Frères & Co. LLC**” – *First and Final Application of Lazard Frères & Co. LLC for Allowance of Compensation and Reimbursement of Expenses Incurred as Investment Banker to the Debtors and Debtors in Possession for the Period from May 4, 2020, Through September 10, 2020* [ECF No. 1035]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

- (b) *U.S. Trustee Response*

Status: As set forth in the U.S. Trustee Response, Lazard Freres & Co. LLC did not receive any comments from the U.S. Trustee. No other answer, objection or responsive pleading appears on the Court’s docket. Lazard Freres & Co. LLC will submit a proposed order, which has been endorsed by the U.S. Trustee.

7. “**Hilco**” – *First and Final Application of Hilco Real Estate, LLC for Allowance of Compensation for Services Rendered as Real Estate Advisor to the Debtors for the Period From May 4, 2020 Through September 8, 2020* [ECF No. 1052]

Related Documents:

- (a) *Notice of Final Fee Application and Notice of Hearing* [ECF No. 1052]

Response Deadline: November 18, 2020.

Responses:

- (b) *U.S. Trustee Response*

Status: As set forth in the U.S. Trustee Response, Hilco Real Estate, LLC did not receive any comments from the U.S. Trustee. No other answer, objection or responsive pleading appears on the Court’s docket. Hilco Real Estate, LLC will submit a proposed order, which has been endorsed by the U.S. Trustee.

8. “**Quinn Emanuel**” – *First and Final Application of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel to J. Crew Operating Corp. for the Period May 4, 2020, Through September 10, 2020* [ECF No. 1032]

Related Documents:

(a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

(b) *U.S. Trustee Response*

Status: Quinn Emanuel Urquhart & Sullivan, LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

9. **“Goldin Associates”** – *First and Final Application of Goldin Associates, LLC as Financial Advisor to J. Crew Operating Corp. for the Period May 4, 2020, Through September 10, 2020* [ECF No. 1033]

Related Documents:

(a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1039]

Response Deadline: November 12, 2020.

Responses:

(b) *U.S. Trustee Response*

Status: Goldin Associates, LLC received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

10. **“Pachulski Stang”** – *First and Final Application of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period From May 14, 2020 Through September 10, 2020* [ECF No. 1029]

Related Documents:

(a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1042]

(b) *Supplement to First and Final Application of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period From May 14, 2020 Through September 10, 2020* [ECF No. 1062]

Response Deadline: November 12, 2020.

Responses:

(c) *U.S. Trustee Response*

Status: Counsel to the Committee advises that Pachulski Stang Ziehl & Jones LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

11. **“Hirschler Fleischer, P.C.”** – *First and Final Application of Hirschler Fleischer, P.C. as Local Counsel to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from May 17, 2020 Through September 10, 2020* [ECF No. 1041]

Related Documents:

(a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1042]

Response Deadline: November 12, 2020.

Responses:

(b) *U.S. Trustee Response*

Status: Counsel to the Committee advises that Hirschler Fleischer, P.C. received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

12. **“Back Bay Management”** – *First and Final Application of Back Bay Management Corporation and its Division, the Michel-Shaked Group, as Expert Consultant to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from June 9, 2020 Through August 20, 2020* [ECF No. 1030]

Related Documents:

(a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1042]

Response Deadline: November 12, 2020.

Responses:

(b) *U.S. Trustee Response*

Status: Counsel to the Committee advises that Back Bay Management Corporation received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

13. “**Morrison & Foerster LLP**” – *First and Final Application of Morrison & Foerster LLP as Special Intellectual Property and Tax Counsel for the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from June 8, 2020 Through September 10, 2020* [ECF No. 1031]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1042]

Response Deadline: November 12, 2020.

Responses:

- (b) *U.S. Trustee Response*

Status: Counsel to the Committee advises that Morrison & Foerster, LLP received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

14. “**Province, Inc.**” – *First and Final Application of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from May 18, 2020 Through September 10, 2020* [ECF No. 1034]

Related Documents:

- (a) *Notice of Final Fee Applications and Notice of Hearing* [ECF No. 1042]

- (b) *Supplement to First and Final Application of Province, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors for Allowance of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from May 18, 2020 Through September 10, 2020* [ECF No. 1067]

Response Deadline: November 12, 2020.

Responses:

- (c) *U.S. Trustee Response*

Status: Counsel to the Committee advises that Province, Inc. received comments from the U.S. Trustee, and will submit an amended proposed order, which has been endorsed by the U.S. Trustee, addressing such comments.

Dated: November 17, 2020
Richmond, Virginia

/s/ Henry P. (Toby) Long, III

HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
Nathan Kramer (VSB No. 87720)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

-and-

WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock, P.C. (admitted *pro hac vice*)
Ryan Preston Dahl (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
Daniel Gwen (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and Reorganized Debtors